

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares . . . 500 . . .

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

No Par

or

(b) *If more than one class:* Total number of shares

(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Any stockholder including heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any stock of this corporation shall first offer such stock to the corporation through its Board of Directors at not more than the book value of such stock as shown upon financial statement of the corporation to be drawn as of the first of the month preceding the offer, provided, however, that the corporation shall exercise its right to purchase within 30 days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, such stockholder shall, upon the proper tender of the price thereof, transfer to the corporation his shares so sold, and if the corporation shall elect not to purchase said shares within 30 days, such stockholders may at any time after the expiration of said 30 days, sell such shares to any other properly qualified party, but at not less than the price at which the same was offered to this corporation.

In the event the corporation shall elect not to purchase said shares or shall make no election after 30 days, then said selling stockholder shall offer such stock to the other stockholders such shares as their respective proportions may indicate which offer shall be under the same terms and conditions as heretobefore stated, and subject to the stockholder or stockholders exercising his or their rights to purchase within 30 days after the stockholder shall have notified him or them in writing of his desire to sell such shares, and such selling stockholder shall, upon the proper tender of the price thereof, transfer to the respective purchasing stockholder his shares so sold, and if the stockholder or stockholders shall elect not to purchase such shares within 30 days sell such shares to any other party, but at not less than the price at which the same was offered to this corporation.

No shares of stock shall be assigned or transferred upon the books of the corporation until these provisions have been complied with, but the Board of Directors may at any particular time waive these requirements.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

NONE

SEVENTH. The address of the initial registered office of the corporation is 315 Turks Head Building, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Andrew M. Gilstein, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-61 of the General Laws, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Andrew M. Gilstein	315 Turks Head Bldg., Providence, RI
Warren Jagger	215 Butler Avenue, Providence, RI 02906

NINTH. The name and address of each incorporator is:

Name	Address
Andrew M. Gilstein	315 Turks Head Bldg., Providence, RI
Warren Jagger	215 Butler Avenue, Providence, RI 02906

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

June 1, 1981

Dated May 12, 19 81

Andrew M. Gilstein
ANDREW M. GILSTEIN
Warren Jagger
WARREN JAGGER

